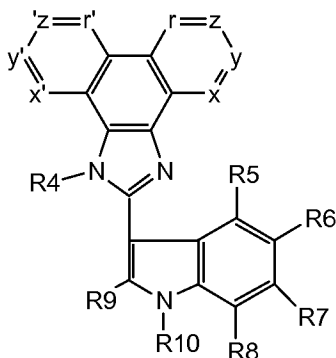


AMENDMENTS TO THE CLAIMS

This listing of claims will replace all prior versions and listings of claims in the application. Additions are shown as **underlined** and deletions are shown as ~~**struck through**~~.

1.-20. (Canceled)

21. (Currently Amended) A compound of formula (VI):



VI

or a salt thereof, wherein:

R4, R5, R7 and R8 are independently selected from hydrogen, halogen, hydroxyl, thiol, lower alkyl, substituted lower alkyl, lower alkenyl, substituted lower alkenyl, lower alkynyl, substituted lower alkynyl, alkylalkenyl, alkyl alkynyl, alkoxy, alkylthio, acyl, aryloxy, amino, amido, carboxyl, aryl, substituted aryl, heterocycle, heteroaryl, substituted heterocycle, heteroalkyl, cycloalkyl, substituted cycloalkyl, alkylcycloalkyl, alkylcycloheteroalkyl, nitro, cyano, -CONHNH₂ or -S(O)₀₋₂R wherein R is alkyl, substituted alkyl, aryl, substituted aryl, heterocycle, heteroaryl, substituted heterocycle, or substituted heteroaryl;

R6 is hydrogen, halogen, CN, NO₂, NH₂, or -OR, wherein R is C1-C10 alkyl or arylalkyl;

R9 is hydrogen, C1-C10 alkyl, aryl, or halogen;

x is CR11 or N;

y is CR12 or N;

z is CR13 or N;

r is CR14 or N;

x' is CR15 or N;

y' is CR16 or N;

z' is CR17 or N;

r' is CR18 or N;

R10 is H, lower alkyl, substituted lower alkyl, lower alkenyl, substituted lower alkenyl, lower alkynyl, substituted lower alkynyl, **alkoxy**, aryl, substituted aryl, heteroaryl, substituted heteroaryl, acyl or $-\text{SO}_2\text{PhCH}_3$, and

R11, R12, R13, R14, R15, R16, R17 and R18 are independently selected from hydrogen, halogen, hydroxyl, thiol, lower alkyl, substituted lower alkyl, lower alkenyl, substituted lower alkenyl, lower alkynyl, substituted lower alkynyl, alkylalkenyl, alkyl alkynyl, alkoxy, alkylthio, acyl, aryloxy, amino, amido, carboxyl, aryl, substituted aryl, heterocycle, heteroaryl, substituted heterocycle, heteroalkyl, cycloalkyl, substituted cycloalkyl, alkylcycloalkyl, alkylcycloheteroalkyl, nitro, cyano, $-\text{N}=\text{CRR}'$, wherein R and R' are independently selected from H, alkyl, substituted alkyl, aryl, substituted aryl, heterocycle, substituted heterocycle, heteroaryl, substituted heteroaryl; or $-\text{NHC}(\text{S})\text{NH-phenyl}$ (substituted or unsubstituted).

22. (Previously Presented) The compound according to claim 21, wherein:
R4, R5, R7 and R8 are independently selected from hydrogen, halogen, hydroxyl, thiol, lower alkyl, substituted lower alkyl, alkoxy, alkylthio, acyl, aryloxy, amino, amido, carboxyl, aryl, substituted aryl, nitro, cyano, $-\text{CONH}\text{NH}_2$ or $-\text{S}(\text{O})_{0-2}\text{R}$ wherein R is alkyl, substituted alkyl, aryl, substituted aryl, heterocycle, heteroaryl, substituted heterocycle, or substituted heteroaryl.

23. (Withdrawn) The compound according to claim 21, wherein:

x is CR11;

y is CR12;

z is CR13;

r is CR14;

x' is CR15;

y' is CR16;
z' is CR17; and
r' is CR18.

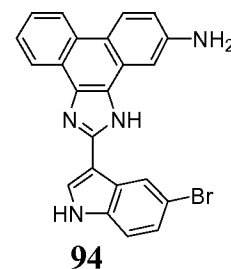
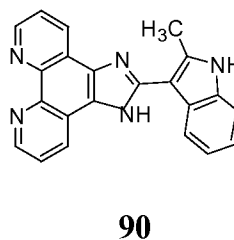
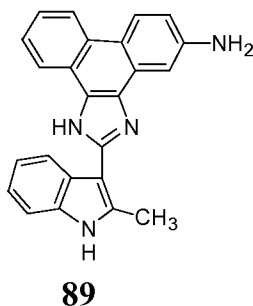
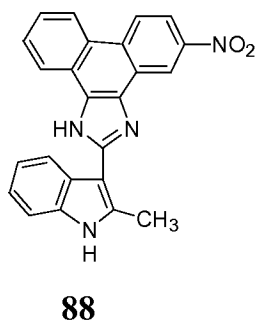
24. (Previously Presented) The compound according to claim 21, wherein:

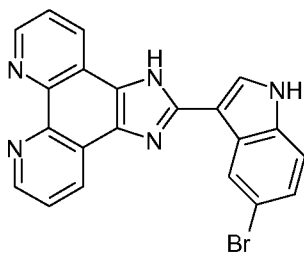
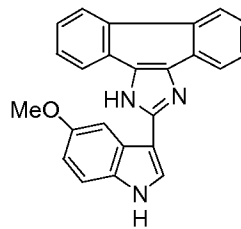
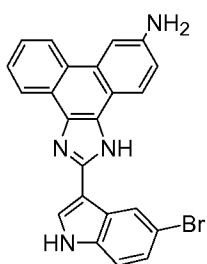
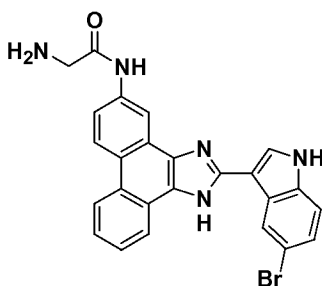
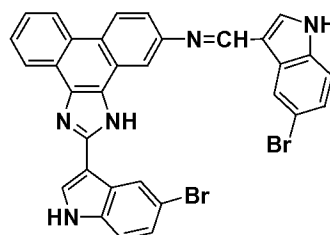
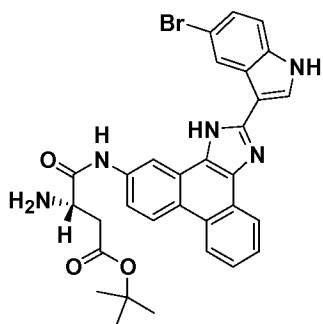
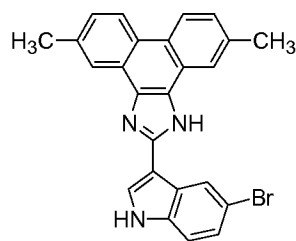
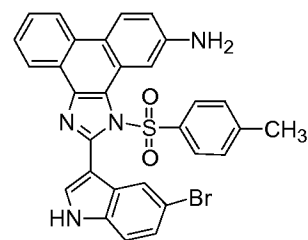
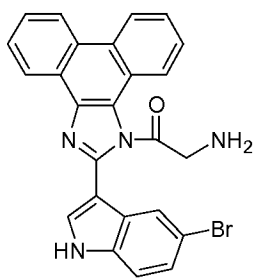
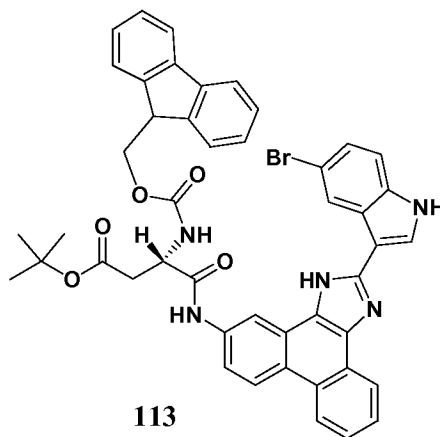
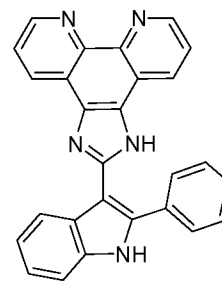
x is CR11 or N;
y is CR12;
z is CR13;
r is CR14 or N;
x' is CR15 or N;
y' is CR16;
z' is CR17; and
r' is CR18 or N.

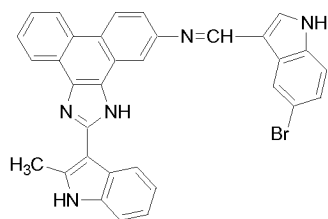
25. (Previously Presented) The compound according to claim 21, wherein:

x is CR11;
y is CR12;
z is CR13;
r is CR14 or N;
x' is CR15;
y' is CR16;
z' is CR17; and
r' is CR18 or N.

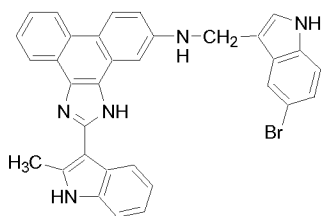
26. (Currently Amended) The compound according to claim 21, selected from:



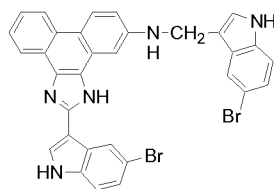
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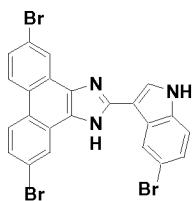
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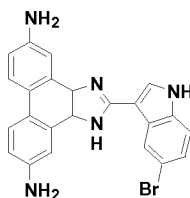
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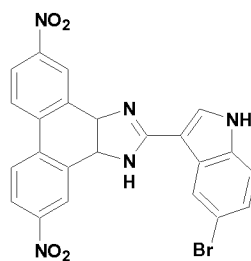
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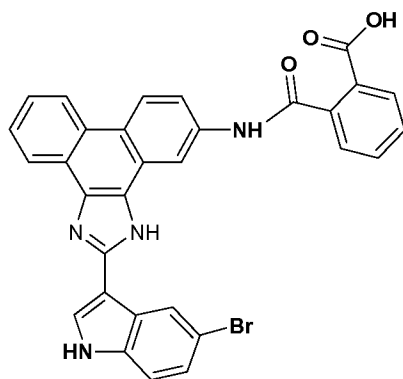
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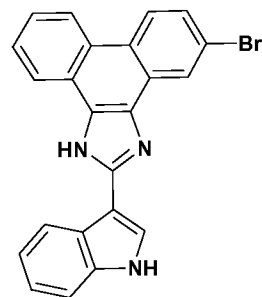
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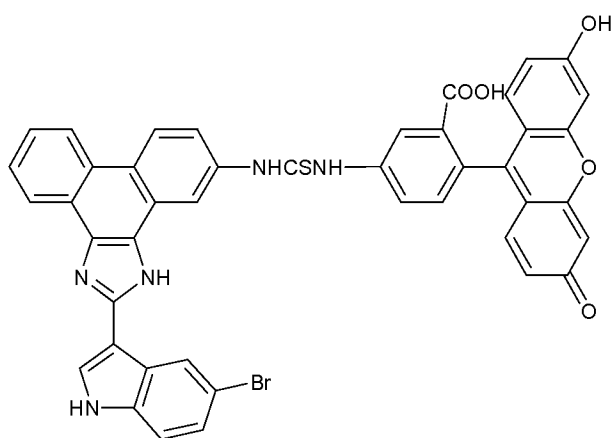
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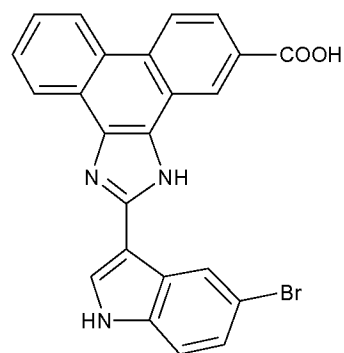
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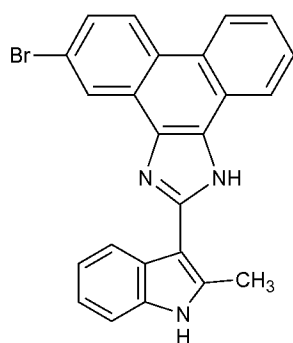
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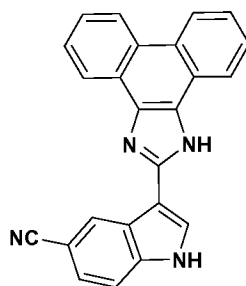
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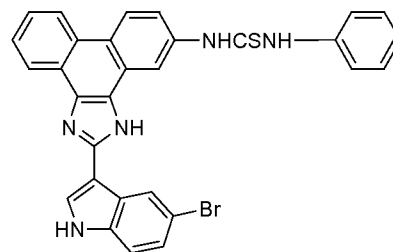
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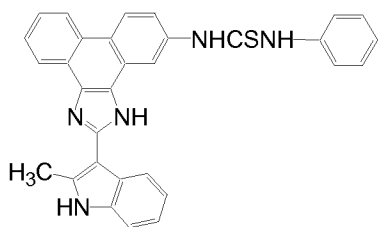
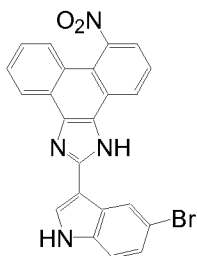
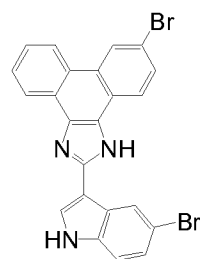
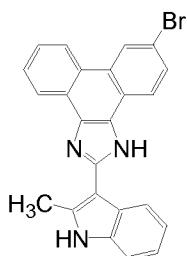
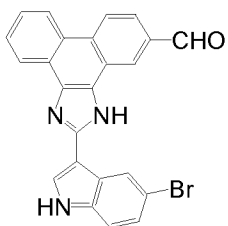
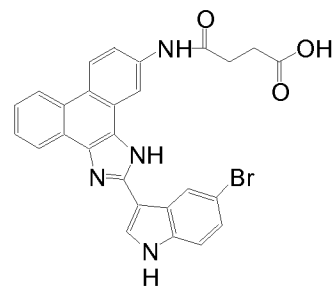
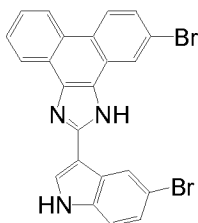
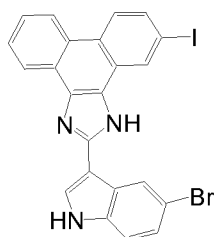
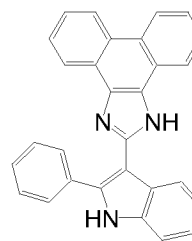
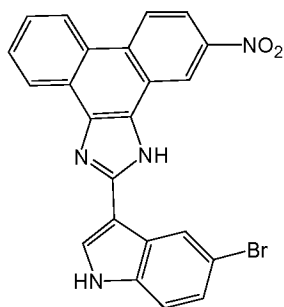
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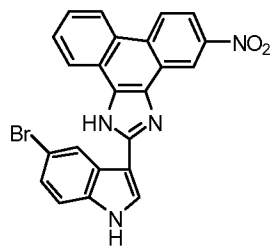


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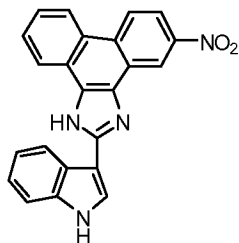


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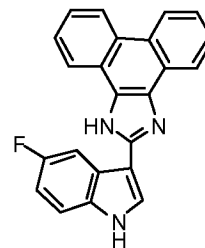
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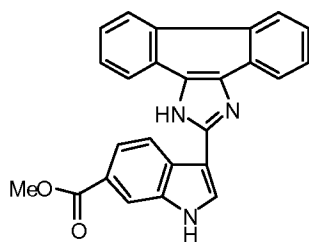
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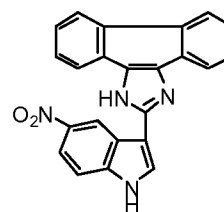
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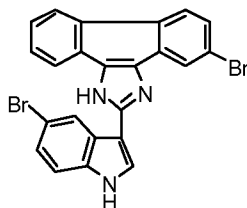
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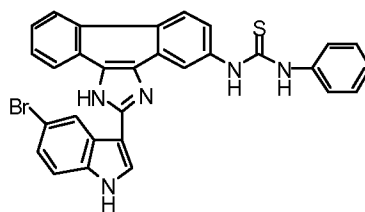
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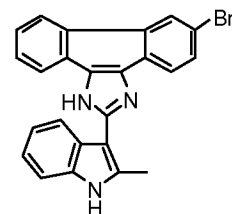
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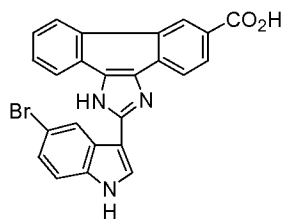
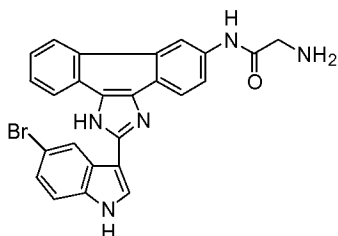
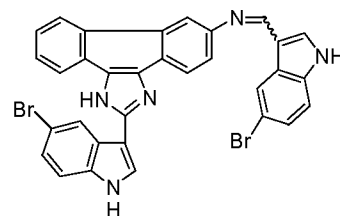
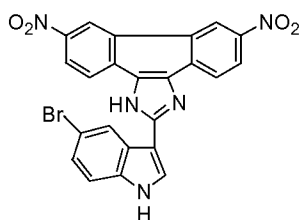
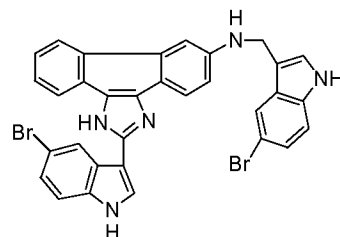
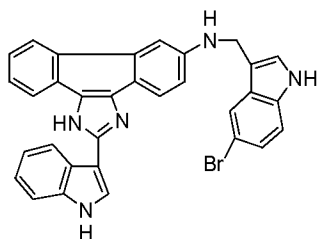
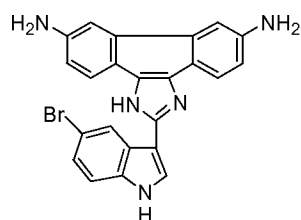
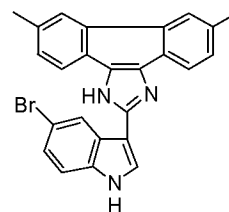
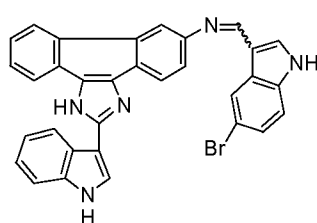
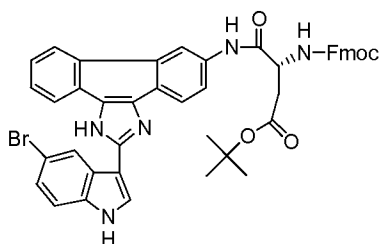
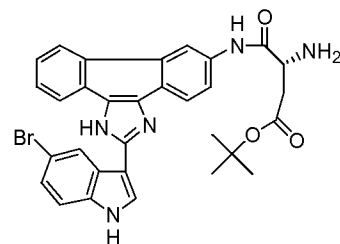
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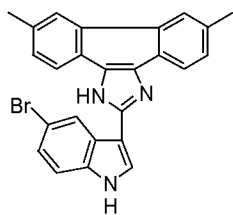


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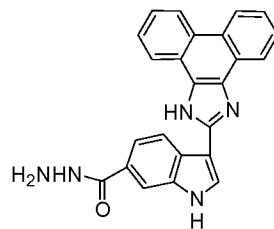


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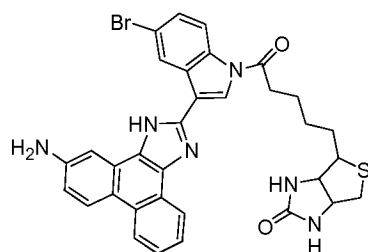
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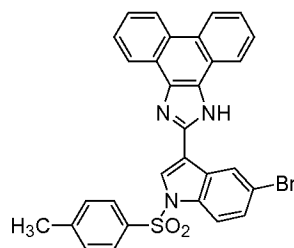
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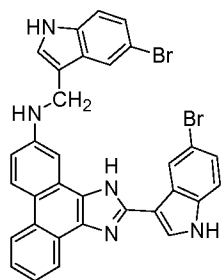
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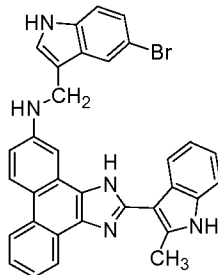
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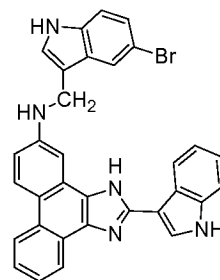
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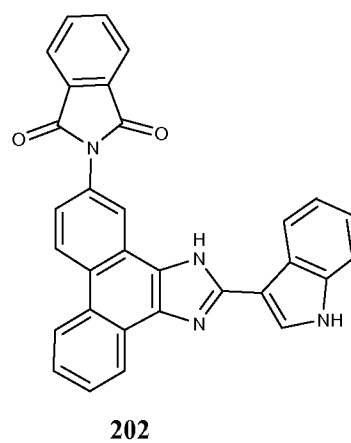
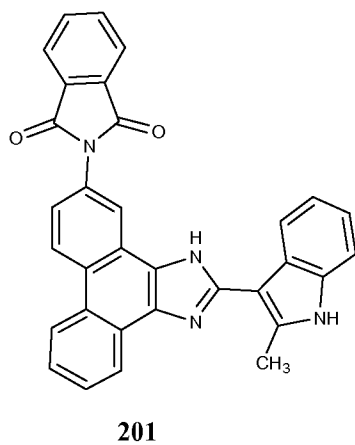
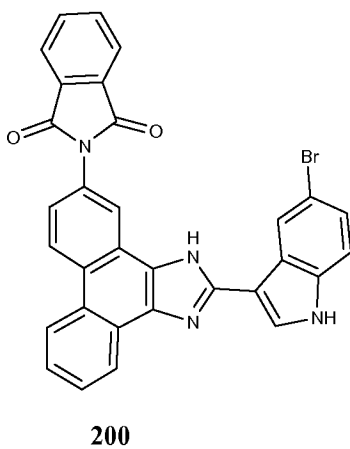
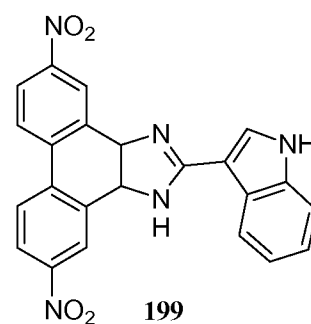
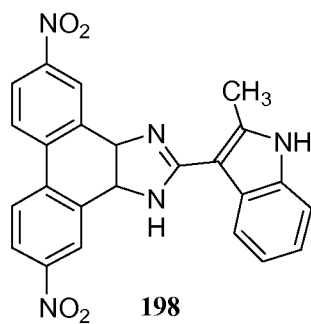
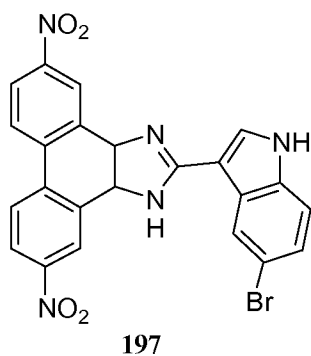
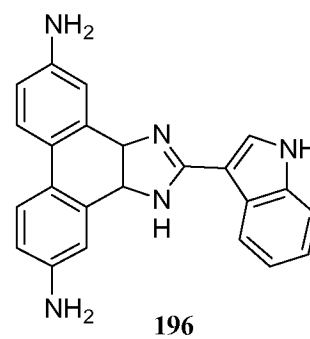
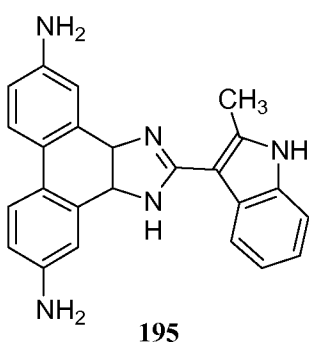
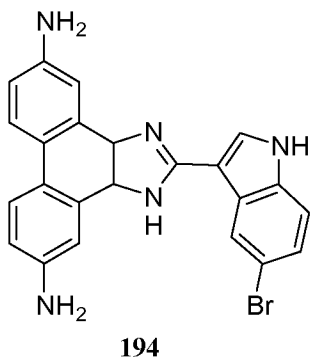
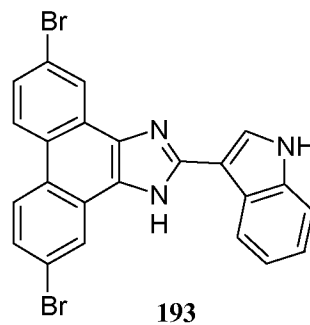
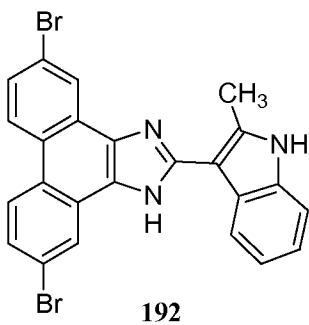
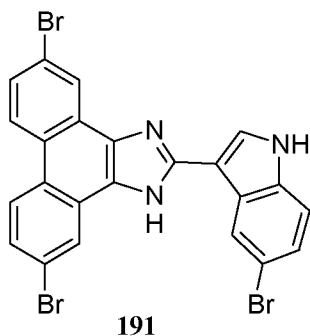
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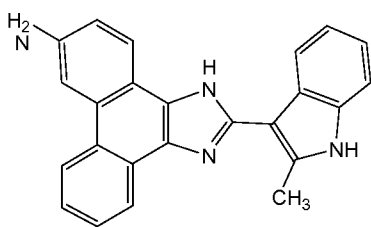


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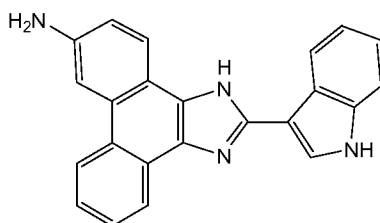


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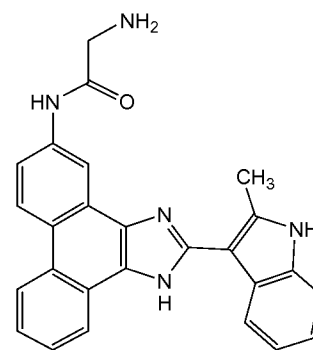




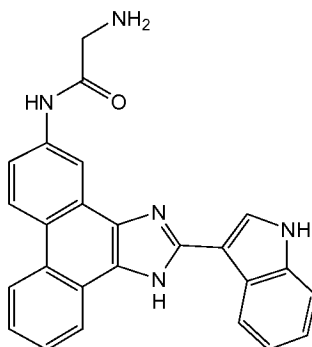
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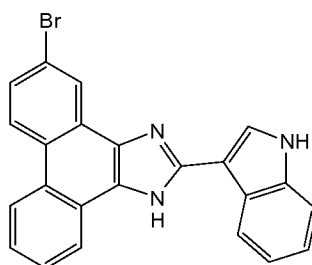
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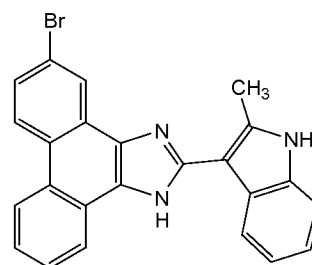
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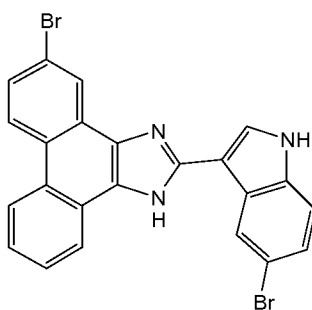
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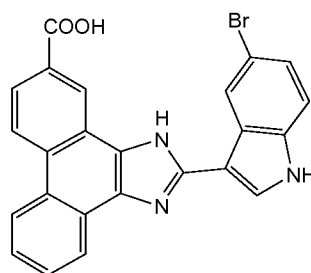
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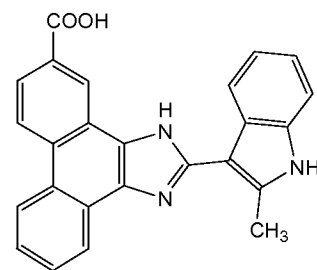
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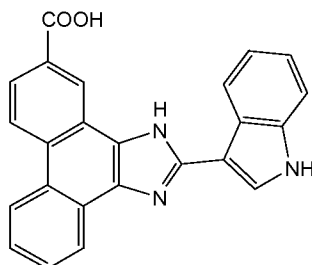
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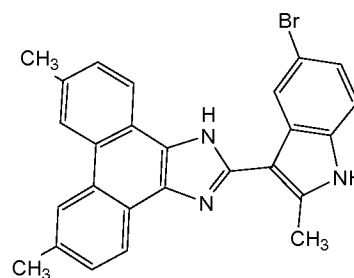
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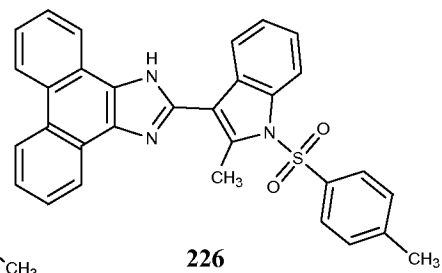
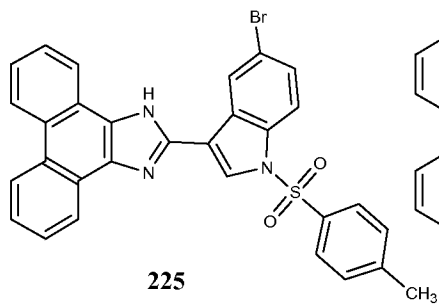
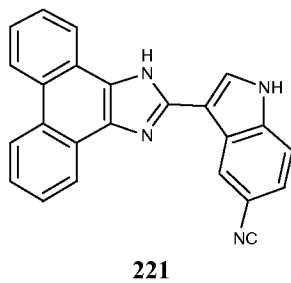
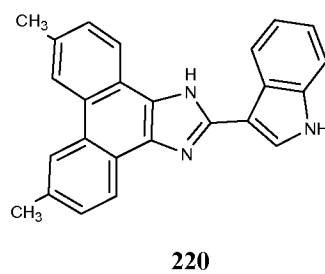
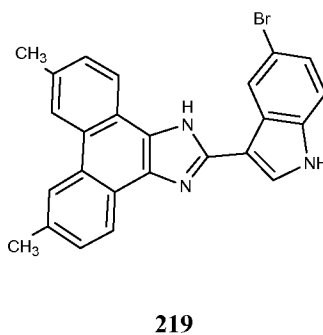
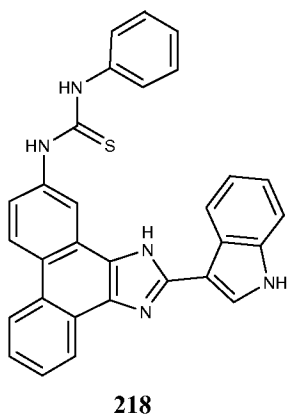
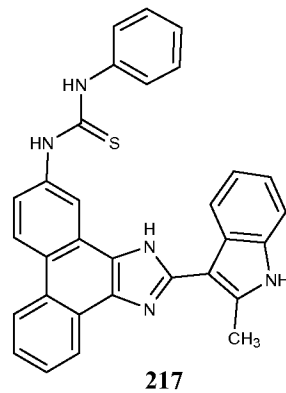
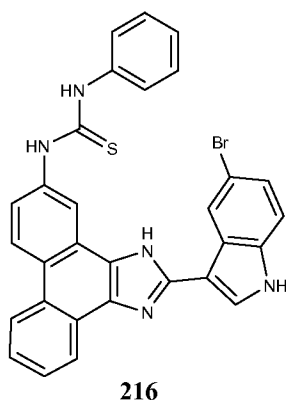
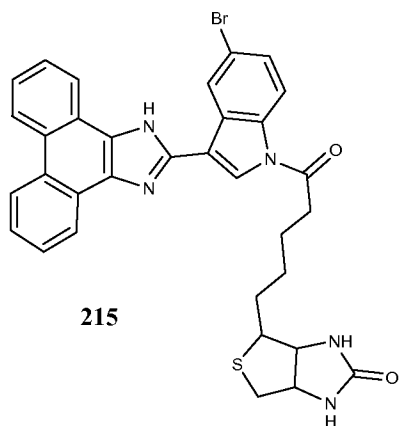
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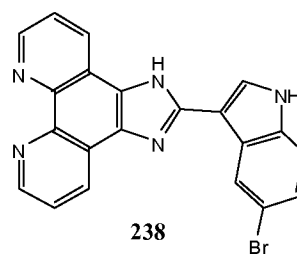
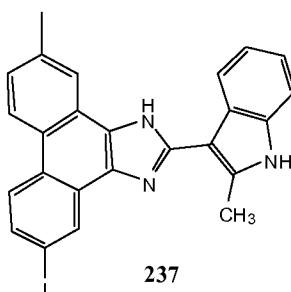
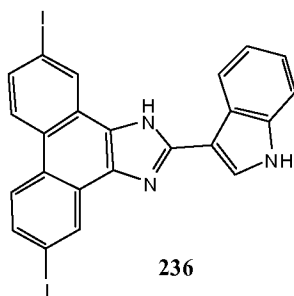
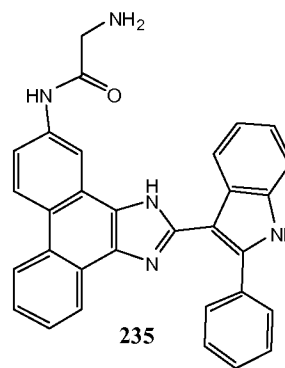
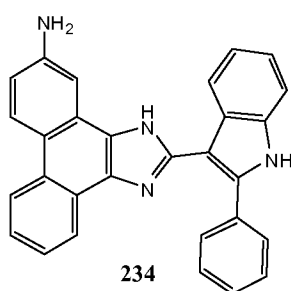
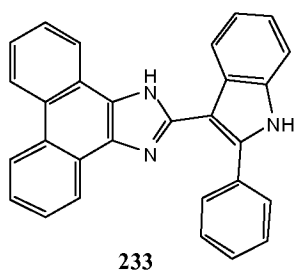
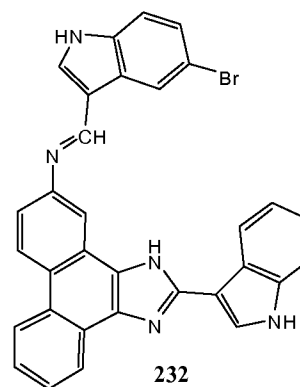
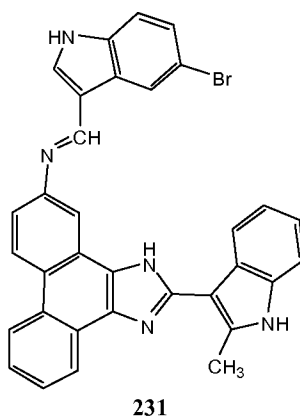
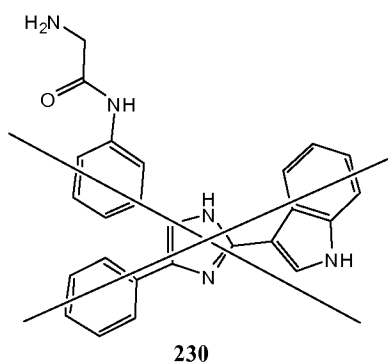
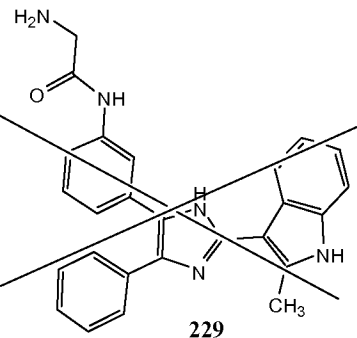
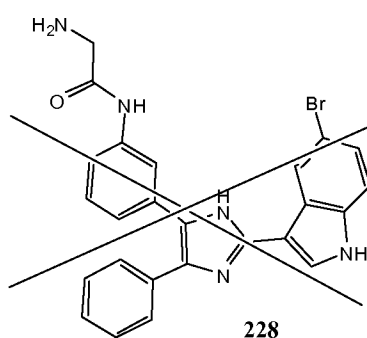
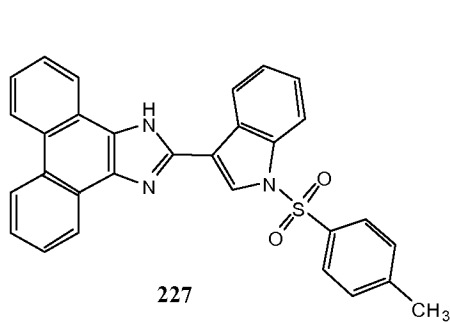


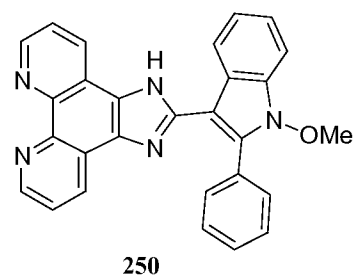
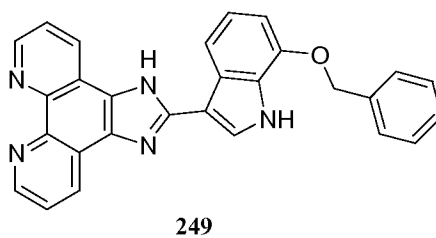
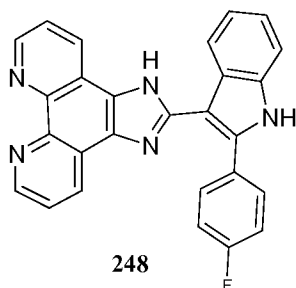
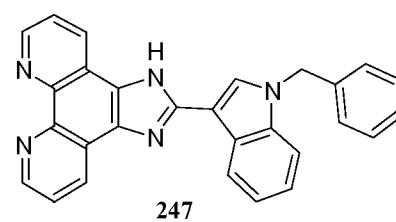
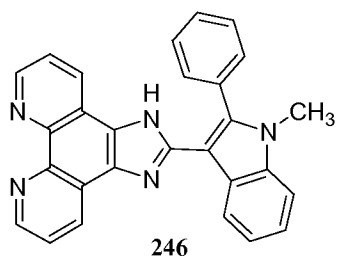
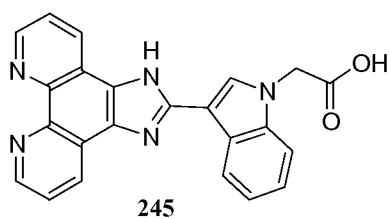
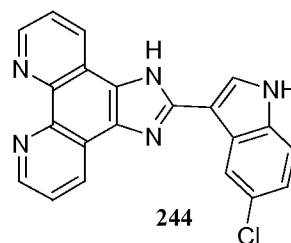
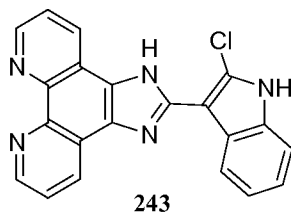
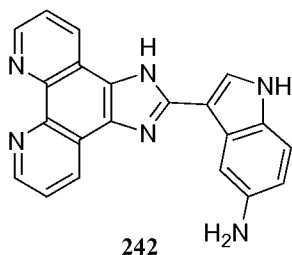
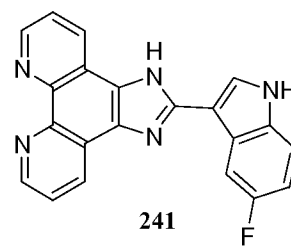
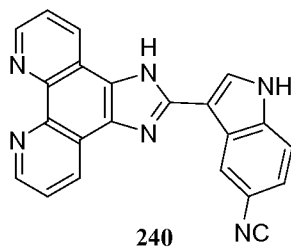
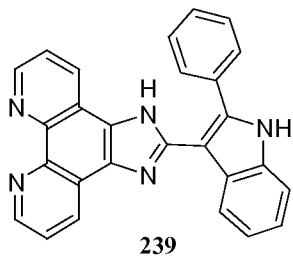
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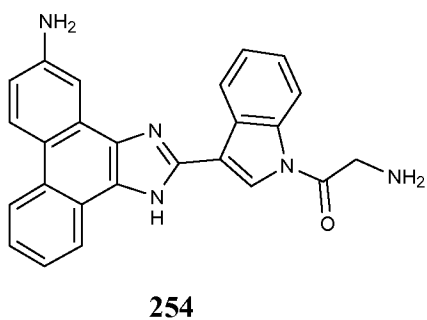
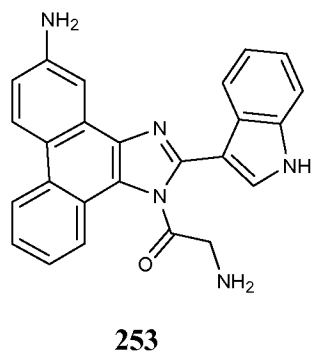
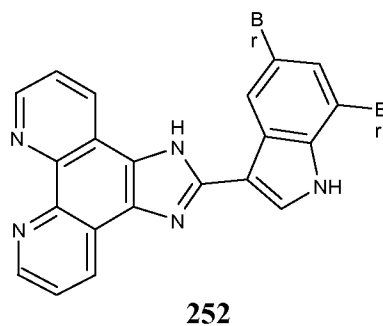
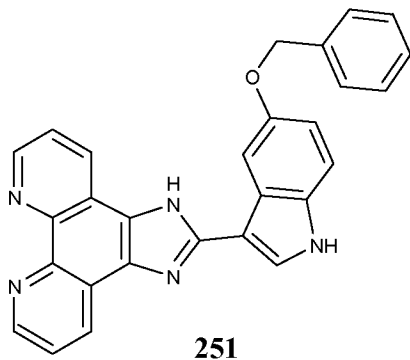


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27. (Previously Presented) A pharmaceutical composition comprising the compound of claim 21 and a pharmaceutically acceptable carrier.
28. (Withdrawn) A method of treating cancer in a mammal, comprising administering to said mammal an effective amount of a compound of claim 21 or a pharmacologically acceptable salt thereof.
29. (Withdrawn) The method of claim 28, wherein said cancer is a solid tumor.
30. (Withdrawn) The method of claim 28, wherein said cancer is selected from the group of: breast cancer, central nervous system cancer, cervical cancer, colon cancer, liver cancer, lung cancer, melanoma, ovarian cancer, pancreatic cancer, prostate cancer, renal cancer, and leukemia.
31. (Withdrawn) The method of claim 28, wherein said compound is administered in combination with an anti-cancer agent.

32. (Withdrawn) The method of claim 28, wherein said mammal is a human.
33. (Withdrawn) The method of claim 28, wherein in the compound of formula VI:
R₄, R₅, R₇ and R₈ are independently selected from hydrogen, halogen, hydroxyl, thiol, lower alkyl, substituted lower alkyl, alkoxy, alkylthio, acyl, aryloxy, amino, amido, carboxyl, aryl, substituted aryl, nitro, cyano, -CONH₂ or -S(O)₀₋₂R
wherein R is alkyl, substituted alkyl, aryl, substituted aryl, heterocycle, heteroaryl, substituted heterocycle, or substituted heteroaryl.
34. (Withdrawn) The method of claim 28, wherein in the compound of formula VI:
x is CR₁₁;
y is CR₁₂;
z is CR₁₃;
r is CR₁₄;
x' is CR₁₅;
y' is CR₁₆;
z' is CR₁₇; and
r' is CR₁₈.
35. (Withdrawn) The method of claim 28, wherein in the compound of formula VI:
x is CR₁₁ or N;
y is CR₁₂;
z is CR₁₃;
r is CR₁₄ or N;
x' is CR₁₅ or N;
y' is CR₁₆;
z' is CR₁₇; and
r' is CR₁₈ or N.
36. (Withdrawn) The method of claim 28, wherein in the compound of formula VI:
x is CR₁₁;
y is CR₁₂;
z is CR₁₃;

r is CR14 or N;

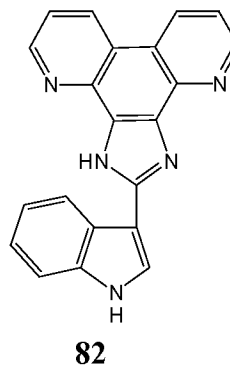
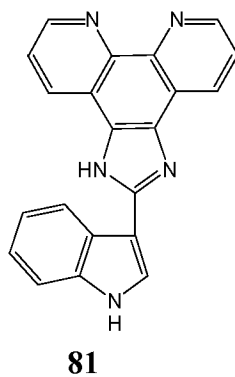
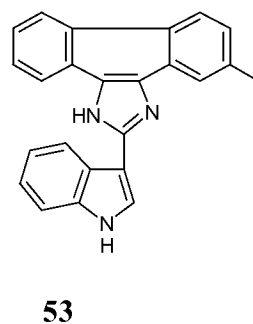
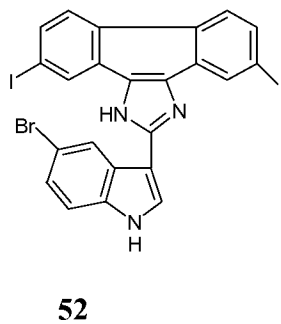
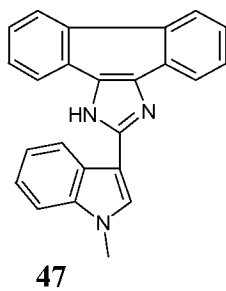
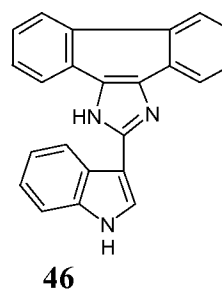
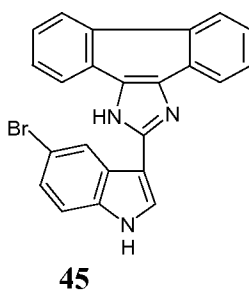
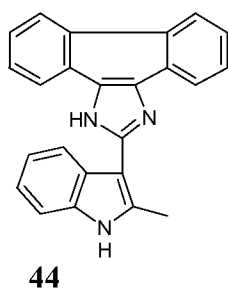
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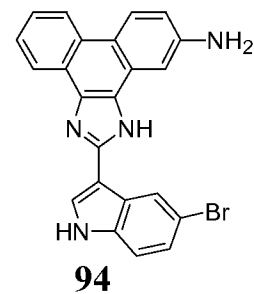
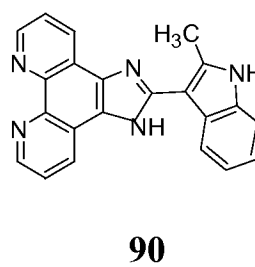
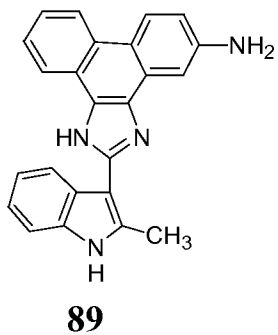
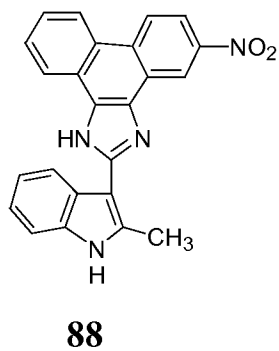
y' is CR16;

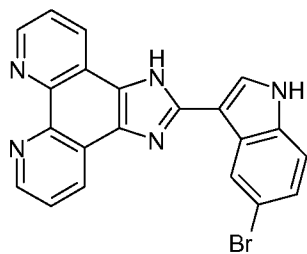
z' is CR17; and

r' is CR18 or N.

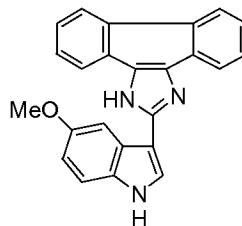
37. (Withdrawn-Currently Amended) The method of claim 28, wherein in the compound is selected from:



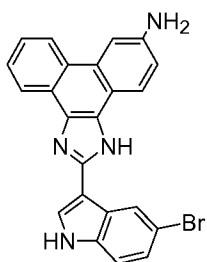




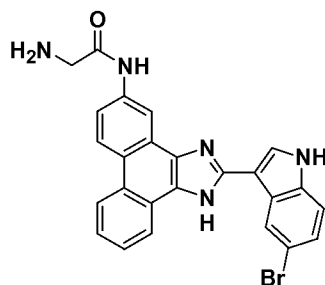
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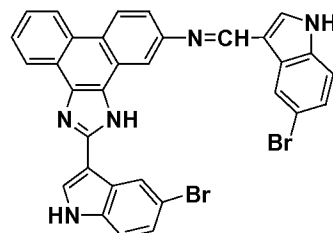
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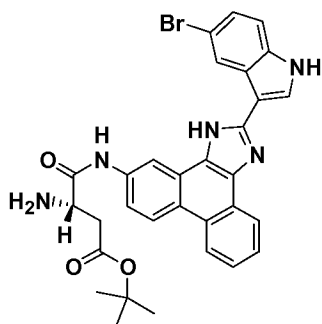
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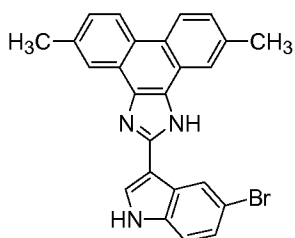
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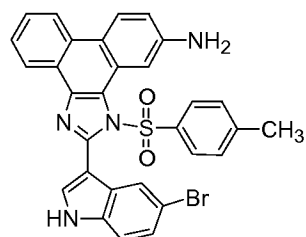
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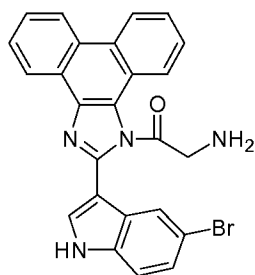
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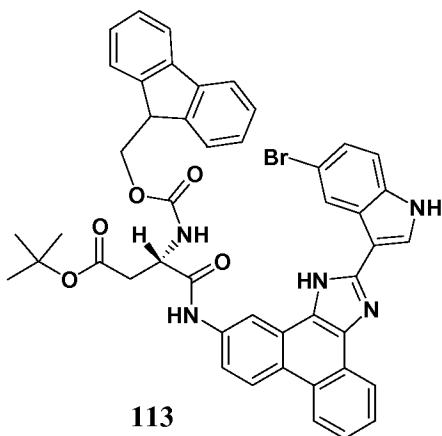
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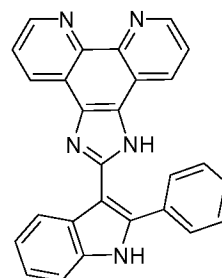
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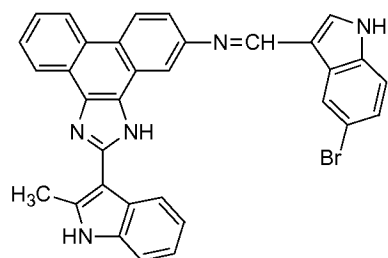
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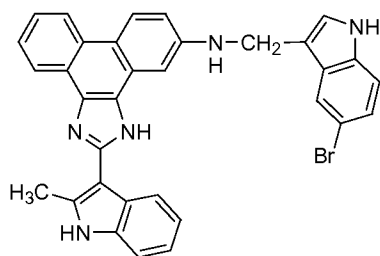
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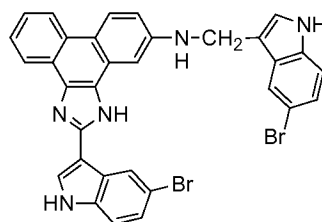
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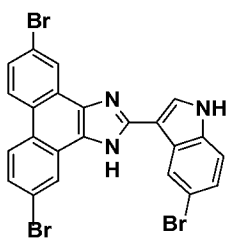
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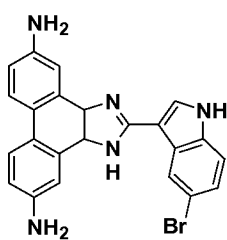
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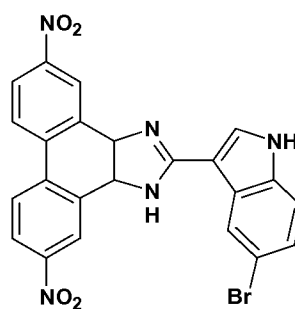
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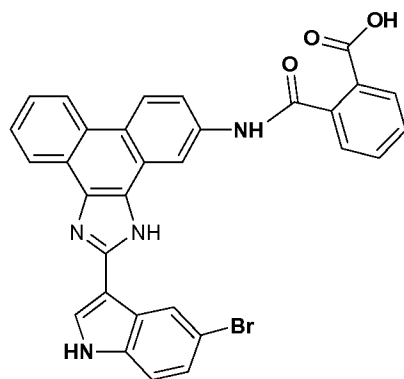
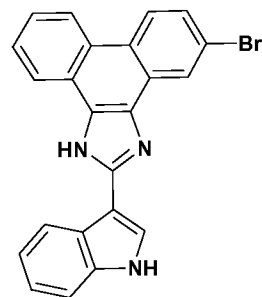
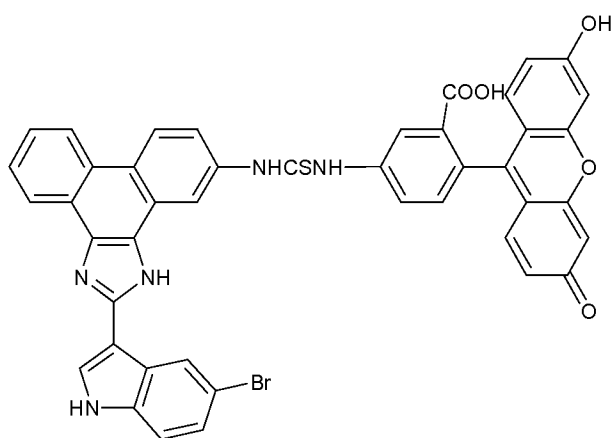
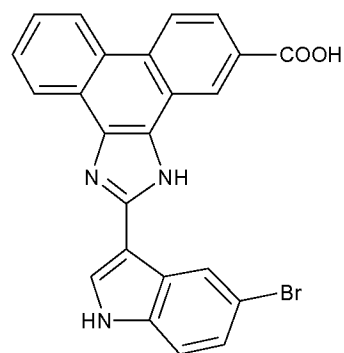
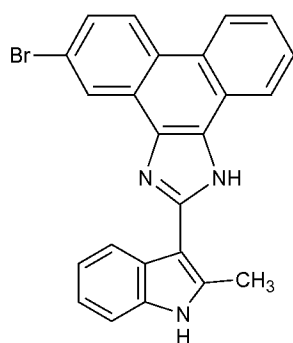
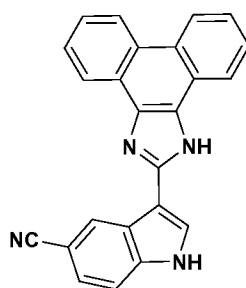
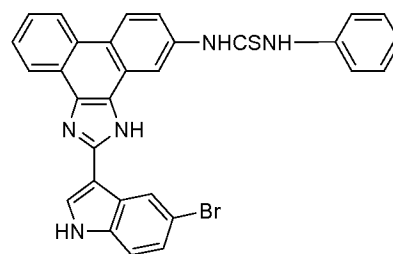
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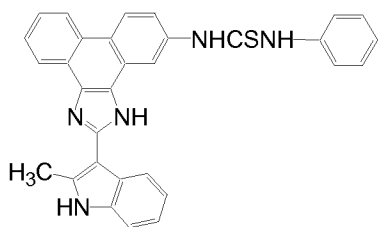


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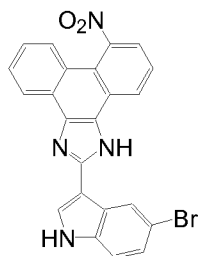


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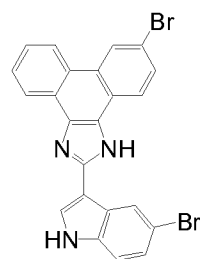
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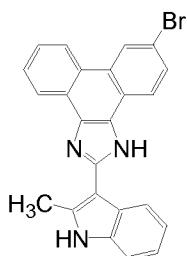
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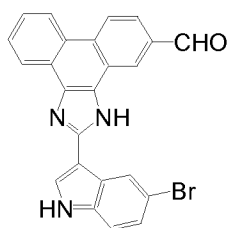
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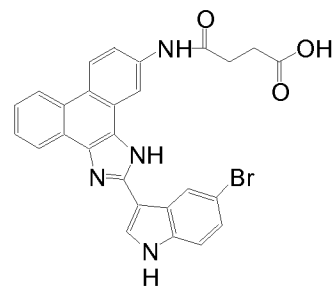
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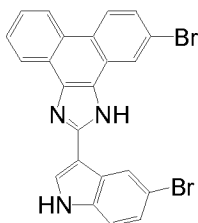
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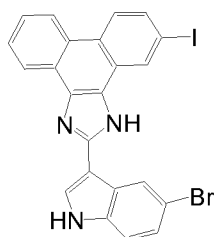
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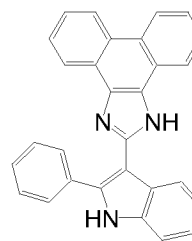
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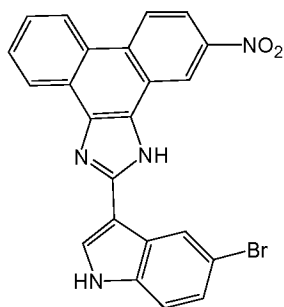
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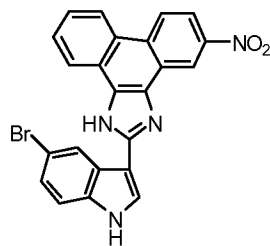
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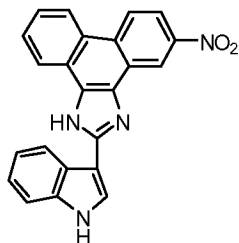
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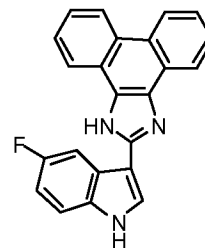
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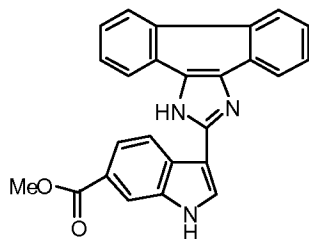
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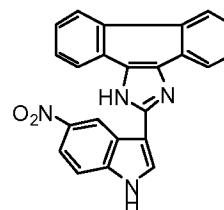
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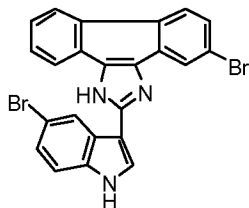
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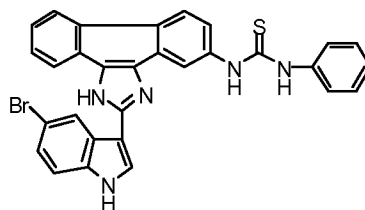
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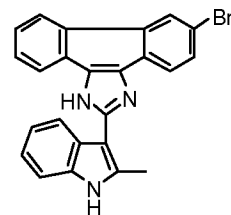
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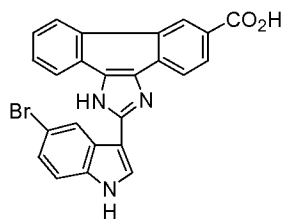
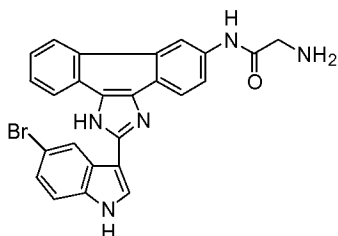
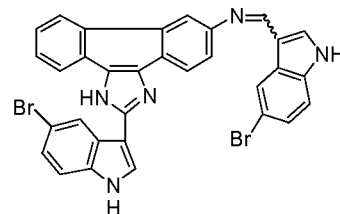
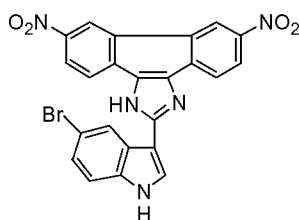
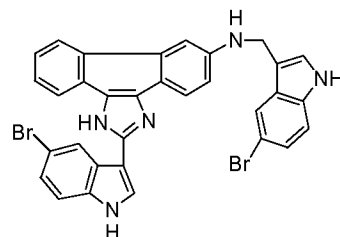
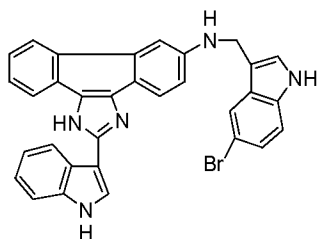
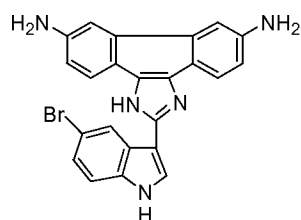
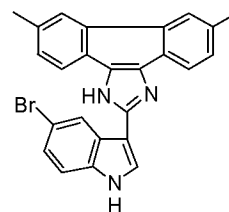
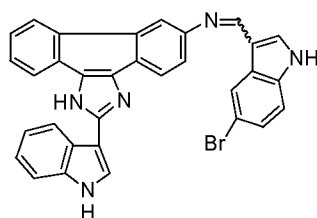
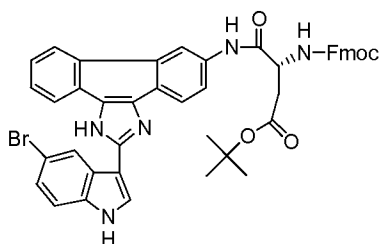
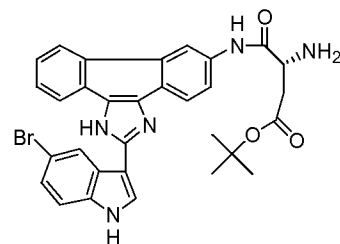
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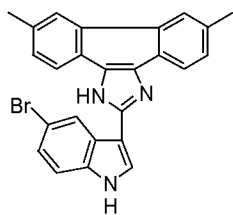


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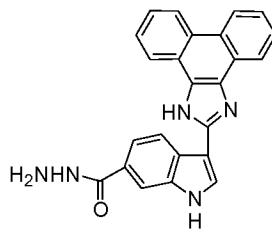


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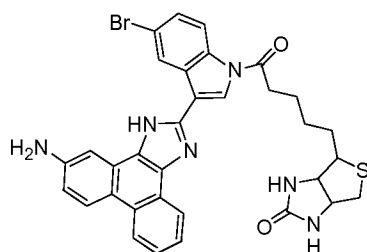
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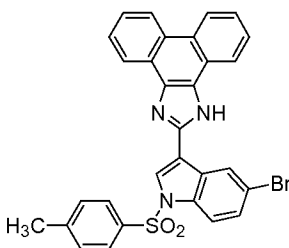
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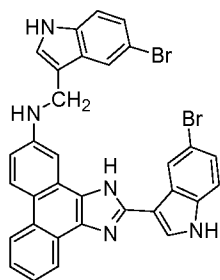
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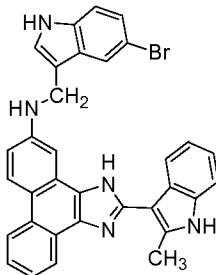
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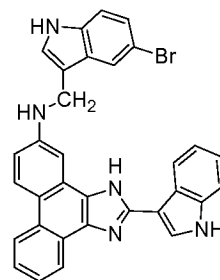
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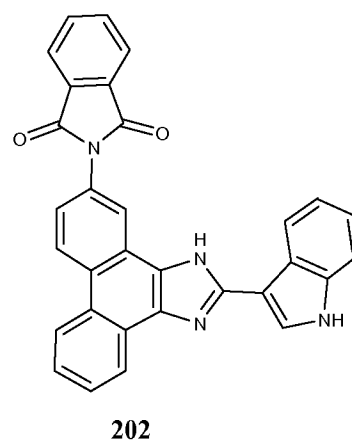
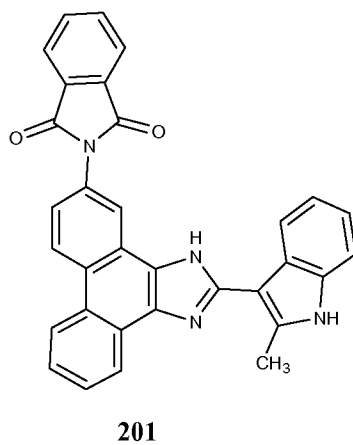
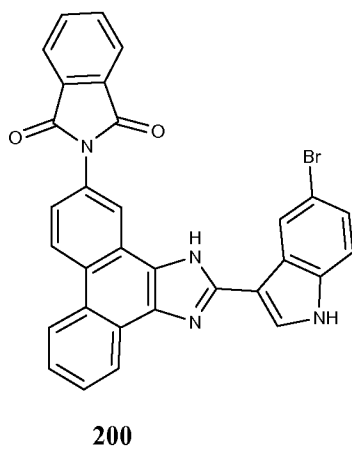
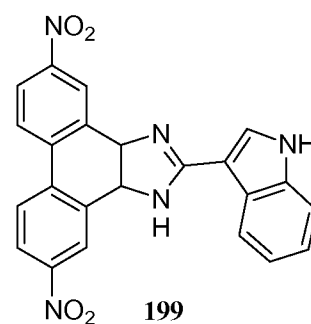
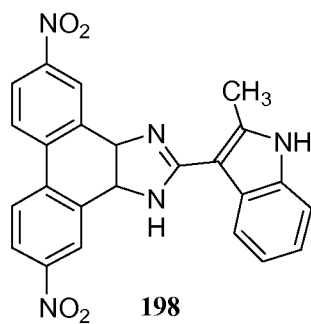
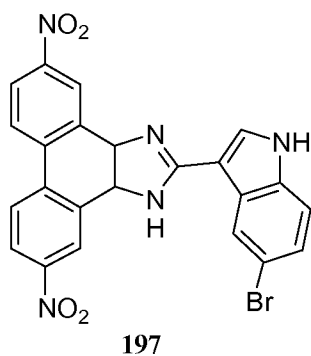
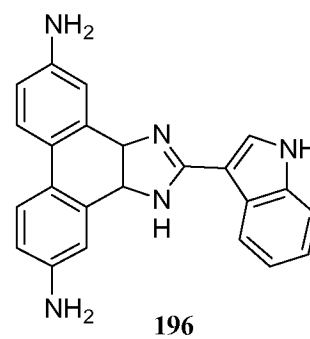
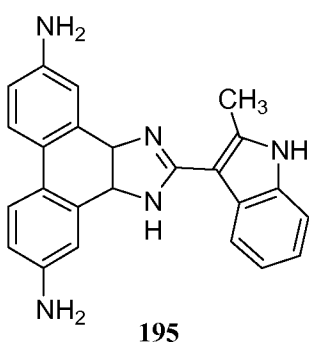
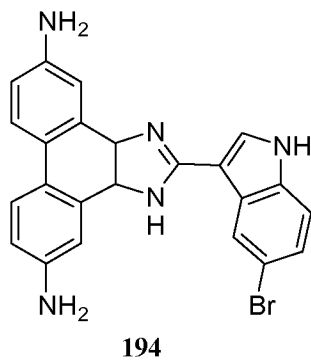
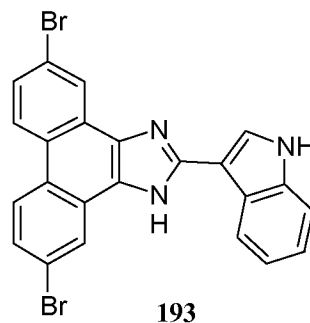
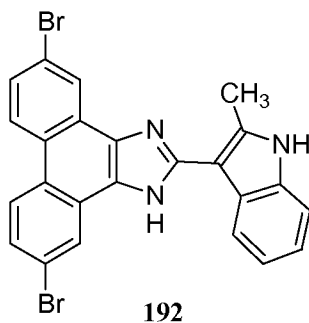
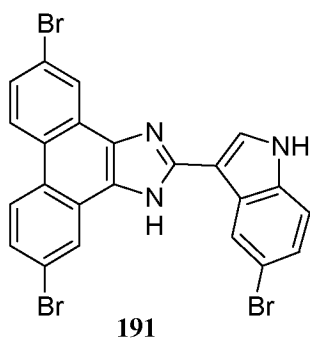
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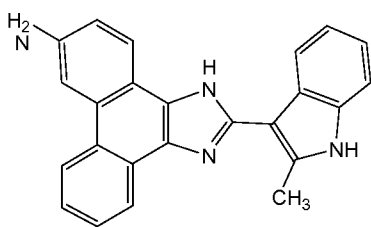


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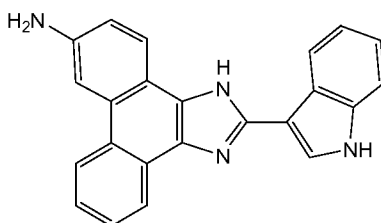


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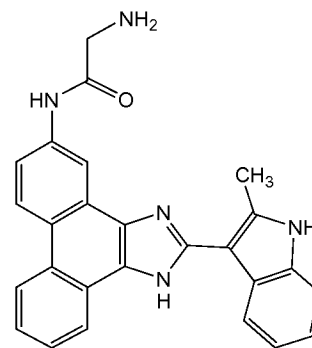




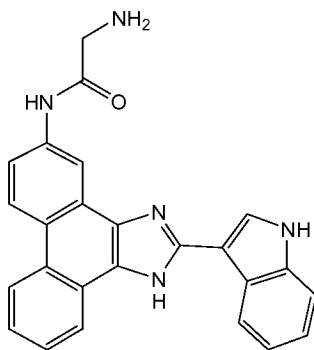
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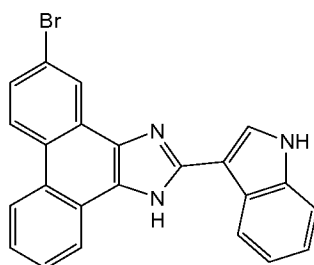
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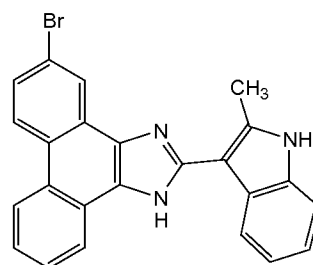
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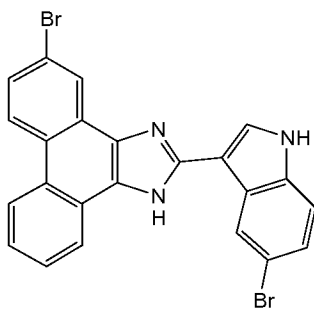
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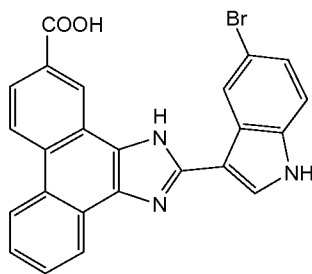
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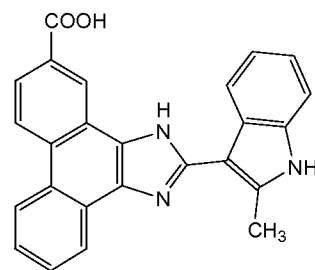
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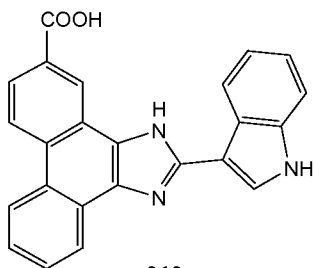
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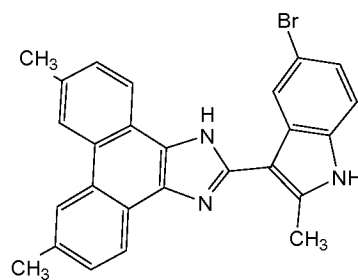
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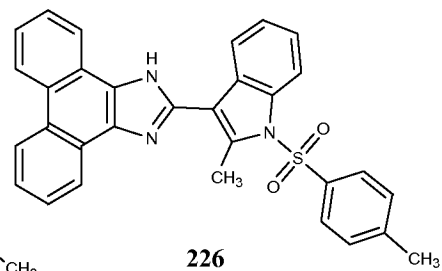
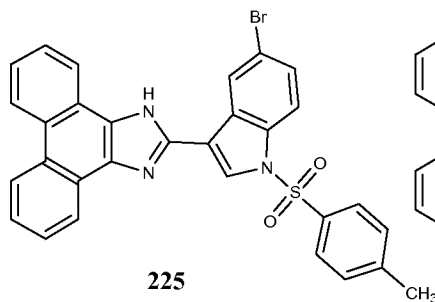
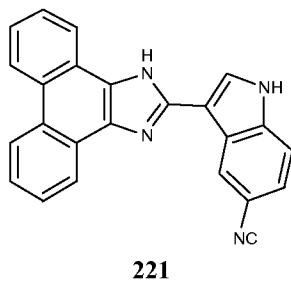
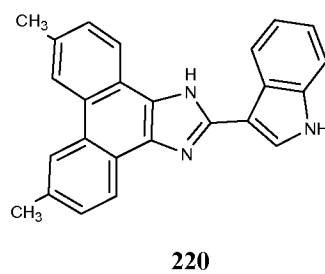
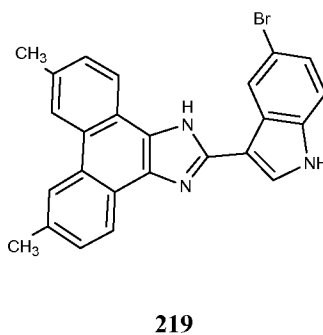
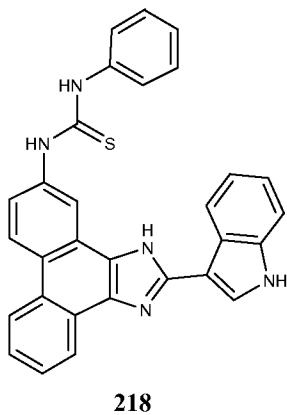
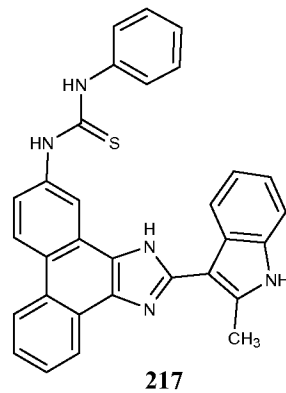
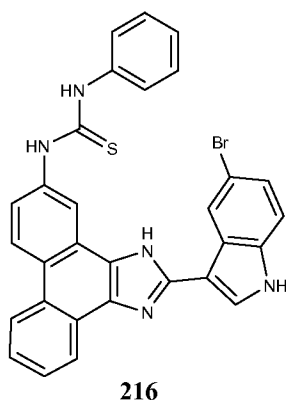
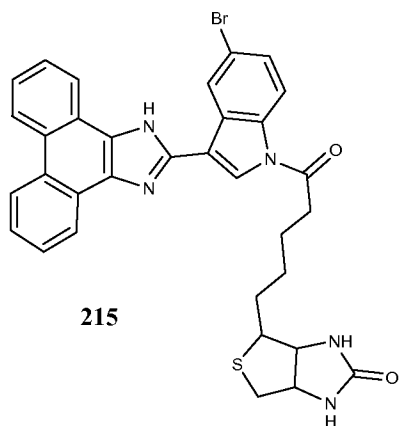
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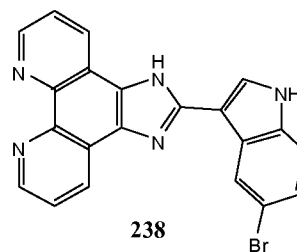
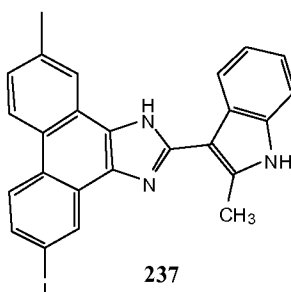
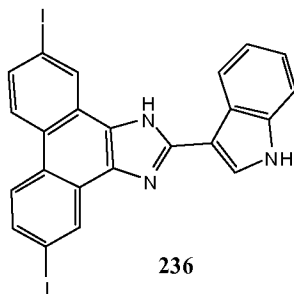
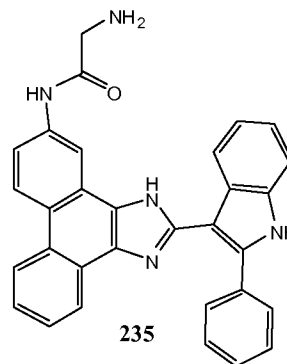
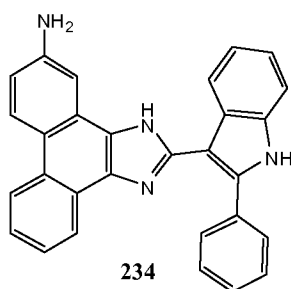
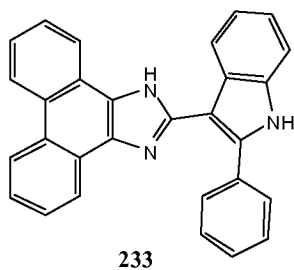
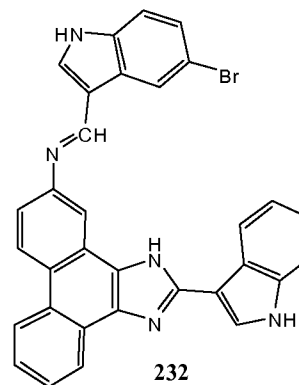
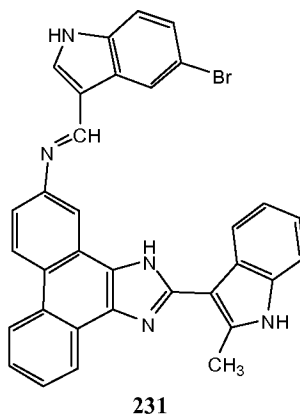
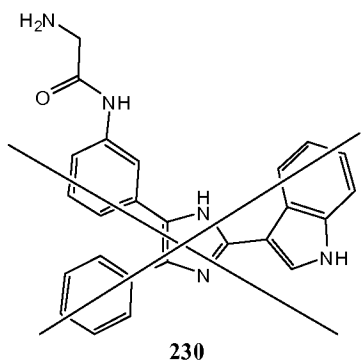
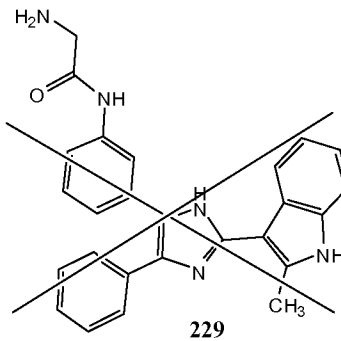
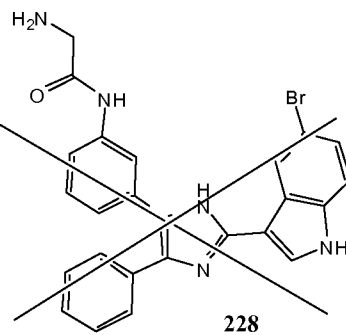
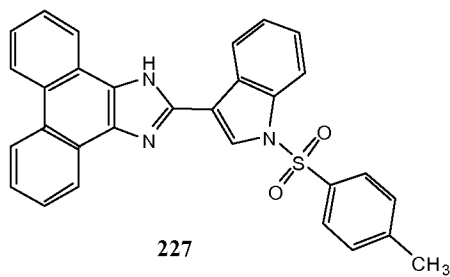


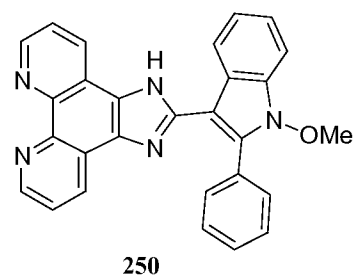
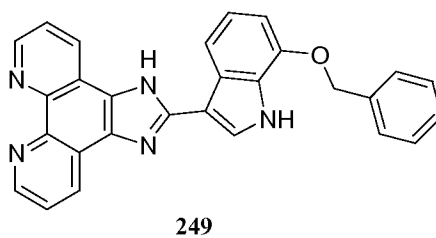
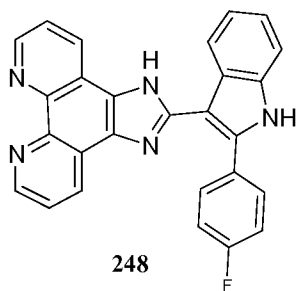
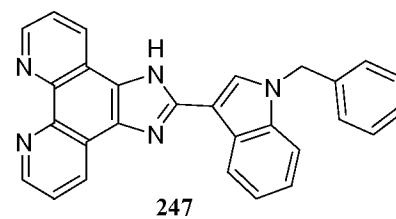
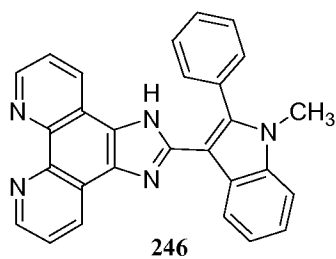
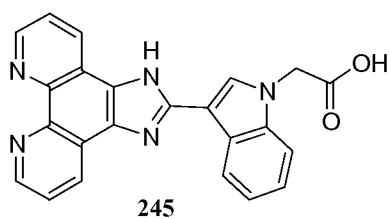
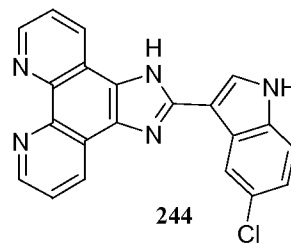
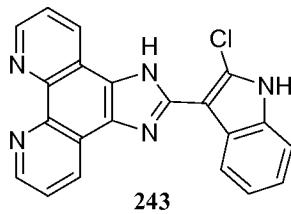
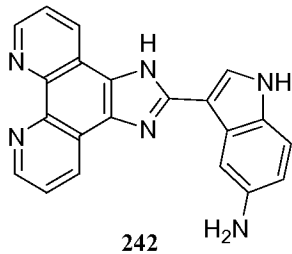
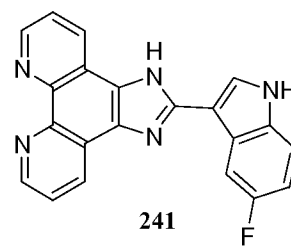
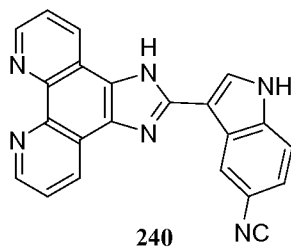
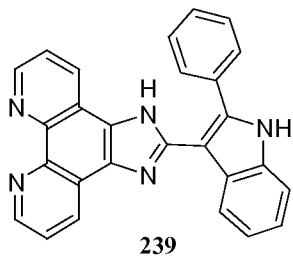
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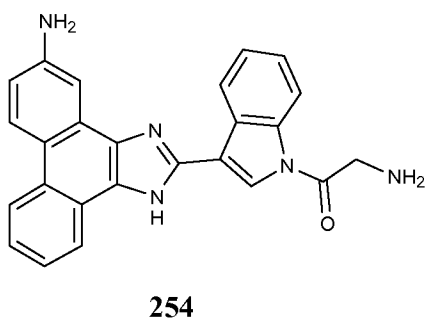
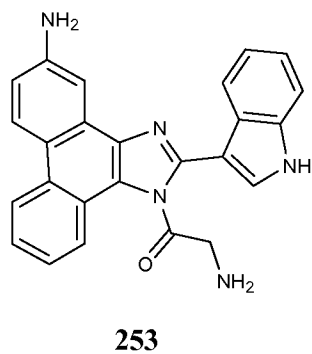
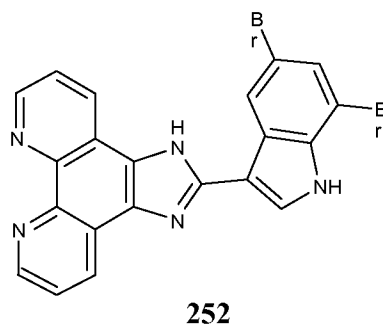
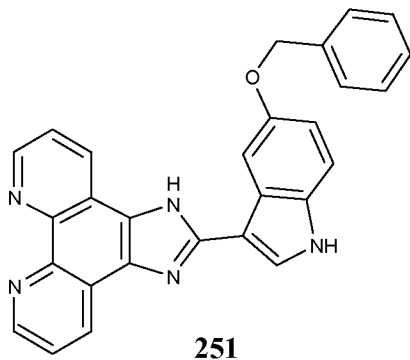


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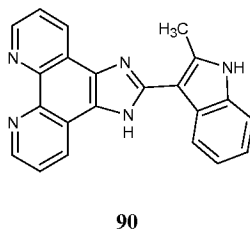




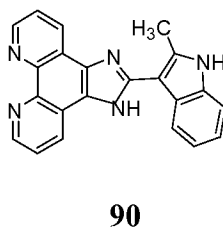




38. (Withdrawn) The method of claim 28, wherein said compound is:



39. (Previously Presented) The compound according to claim 21, wherein said compound is:



40. (New) The compound according to claim 21, wherein:

x is CR11;

y is CR12;

z is CR13;
r is N;
x' is CR15;
y' is CR16;
z' is CR17; and
r' is N.

41. (New) The compound according to claim 21, wherein:

x is CR11;
y is CR12;
z is CR13;
r is N;
x' is CR15;
y' is CR16;
z' is CR17;
r' is N; and

wherein R11, R12, R13, R15, R16, and R17 are hydrogen.

42. (New) The compound according to claim 21, wherein:

x is CR11;
y is CR12;
z is CR13;
r is N;
x' is CR15;
y' is CR16;
z' is CR17;
r' is N;

R4, R5, R7 and R8 are independently selected from hydrogen, halogen, hydroxyl, thiol, lower alkyl, substituted lower alkyl, alkoxy, alkylthio, acyl, aryloxy, amino, amido, carboxyl, aryl, substituted aryl, nitro, cyano, -CONHNH₂ or -S(O)₀₋₂R wherein R is alkyl, substituted alkyl, aryl, substituted aryl, heterocycle, heteroaryl, substituted heterocycle, or substituted heteroaryl; and

wherein R11, R12, R13, R15, R16, and R17 are hydrogen.

43. (New) The compound according to claim 21, wherein:

x is CR11;

y is CR12;

z is CR13;

r is N;

x' is CR15;

y' is CR16;

z' is CR17;

r' is N;

R4 is hydrogen;

R5, R7 and R8 are independently selected from hydrogen, halogen, hydroxyl, thiol, lower alkyl, substituted lower alkyl, alkoxy, alkylthio, acyl, aryloxy, amino, amido, carboxyl, aryl, substituted aryl, nitro, cyano, -CONHNH₂ or -S(O)₀₋₂R wherein R is alkyl, substituted alkyl, aryl, substituted aryl, heterocycle, heteroaryl, substituted heterocycle, or substituted heteroaryl; and wherein R11, R12, R13, R15, R16, and R17 are hydrogen.

44. (New) The compound according to claim 21, wherein:

x is CR11;

y is CR12;

z is CR13;

r is N;

x' is CR15;

y' is CR16;

z' is CR17;

r' is N;

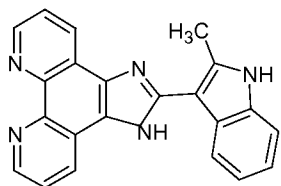
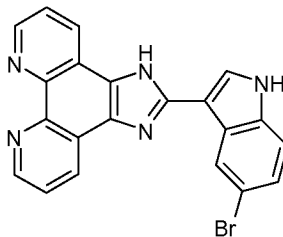
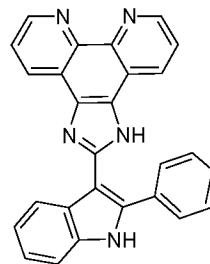
R4 is hydrogen;

R5, R7 and R8 are independently selected from hydrogen, halogen, hydroxyl, thiol, lower alkyl, substituted lower alkyl, alkoxy, alkylthio, acyl, aryloxy, amino, amido, carboxyl, aryl, substituted aryl, nitro, cyano, -CONHNH₂

or $-S(O)_{0-2}R$ wherein R is alkyl, substituted alkyl, aryl, substituted aryl, heterocycle, heteroaryl, substituted heterocycle, or substituted heteroaryl; and wherein R11, R12, R13, R15, R16, and R17 are hydrogen;

R10 is lower alkyl, substituted lower alkyl, alkoxy, acyl or $-SO_2PhCH_3$; and wherein R11, R12, R13, R15, R16, and R17 are hydrogen.

45. (New) The compound according to claim 21, selected from:

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